



SEABOARD COAST LINE RAILROAD COMPANY

Law Department
3600 West Broad Street
Richmond, Virginia

KEMPER K. HYERS
ASSISTANT GENERAL SOLICITOR

MAIL ADDRESS: P. O. BOX 27581
RICHMOND, VA. 23261

O-087A066

No.
Date MAR 27 1980
Fee \$ 10.00

March 25, 1980
102797
105797

ICC Washington, D. C.

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington D. C. 20423

RECORDATION NO. 6296-H Filed 1425

MAR 27 1980 - 3 21 PM

INTERSTATE COMMERCE COMMISSION

FEE OPERATION BR.
I.C.C.

MAR 27 3 19 PM '80

RECEIVED

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 three executed counterparts of an indenture of release and partial satisfaction dated as of March 13, 1980, as to the specific cars listed in this document, relating to Conditional Sale Agreement dated as of August 15, 1971, between Pullman Incorporated (Pullman-Standard Division) and Seaboard Coast Line Railroad Company, assigned to Chemical Bank, and filed on September 3, 1971, at 9:30 a.m., Recordation No. 6296, and subsequently assigned to Bankers Trust Company by Chemical Bank. Such supplemental assignment dated November 22, 1976, was filed with your Commission on November 23, 1976, and assigned Recordation No. 6296-C.

Counterparts Nos. 2 and 3 should be returned to the undersigned at P. O. Box 27581, Richmond, Virginia 23261, after recordation has been completed.

Voucher payable to the Interstate Commerce Commission to cover the recordation fee is enclosed.

Very truly yours,

K. K. Hyers

(Handwritten signature)

RECORDATION NO. 6396-4 FILED 1425

MAR 27 1980 - 3 22 PM

INTERSTATE COMMERCE COMMISSION

COUNTERPART NO. 1 OF
14 COPIES.

BILL OF SALE, RELEASE AND PARTIAL SATISFACTION, made this 13th day of MARCH, 1980, by and between BANKERS TRUST COMPANY, a corporation of New York (hereinafter called "Bankers Trust"), and SEABOARD COAST LINE RAILROAD COMPANY, a corporation of Virginia (hereinafter called "SCL"), under a Conditional Sale Agreement dated as of August 15, 1971, between Pullman Incorporated (Pullman-Standard Division) and SCL, which was assigned to Chemical Bank by an Agreement and Assignment, also dated as of August 15, 1971, and assigned by Chemical Bank to Bankers Trust by supplemental agreement dated as of November 22, 1976;

W I T N E S S E T H:

That for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid by the SCL to Bankers Trust, at and before the execution of these presents, the receipt of which is hereby acknowledged, Bankers Trust has granted, bargained, sold, assigned, transferred and set over unto the SCL, its successors and assigns, those certain units of railroad equipment of the type and bearing the road numbers shown on Schedule A attached hereto and made a part hereof, "as is", delivered to the SCL at Waycross, Georgia, or Tampa, Florida, or such other location as the SCL may desire, with all transportation charges prepaid.

TO HAVE AND TO HOLD the said railroad equipment unto the SCL, its successors and assigns, forever.

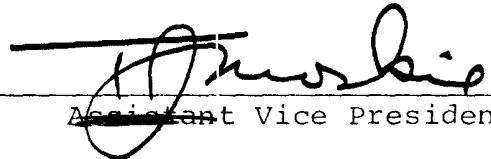
Bankers Trust hereby warrants to the SCL, its successors and assigns, that, at the time of delivery of the said railroad equipment to the SCL, Bankers Trust had legal title thereto, free and clear of all liens, claims and encumbrances of any nature, and good and lawful right to sell same, and Bankers Trust covenants that it will warrant and defend such title against all claims and demands whatsoever.

Bankers Trust hereby releases and quitclaims to the SCL any interest it may have in the said railroad equipment by reason of the aforesaid Conditional Sale Agreement and does hereby RELEASE said railroad equipment from, and as to such equipment only does issue a PARTIAL SATISFACTION of, said Agreement.

IN WITNESS WHEREOF, Bankers Trust has caused this bill of sale to be duly signed by a duly authorized officer and its corporate seal to be affixed hereto, duly attested as of the day and year first above written.

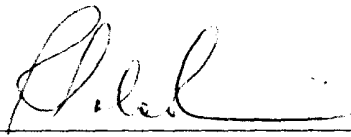
BANKERS TRUST COMPANY

By



Assistant Vice President

Attest:



Assistant Secretary

SCHEDULE A

Twenty-eight (28) 50'6" 77-ton box cars

Nos. SCL 23152
23162
23193
23252
23259
23276
23282
23312
23400
23410
23419
23425
23607
23662
23684
23765
23817
23845
23849
23927
23931
23936
23941
23947
23977
23980
24000
24031

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 13th day of March, 1982, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is Assistant Vice President of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Stanislaw Kopaczynski
Notary Public

[Notarial Seal]

My commission expires

LOUISIANA DEPARTMENT
Notary Public, State of New York
Qualified in the Second District
Certified in New York City
Commission Expires March 20, 1982